

**EXHIBIT 121 TO
HARVEY DECLARATION
REDACTED VERSION**

From: Campbell, Bill <bill_campbell@intuit.com> on behalf of Campbell, Bill
Sent: Wednesday, October 13, 2010 4:24 AM
To: Laszlo Bock; Eric Schmidt
Cc: Shona Brown; Prasad Setty
Subject: RE: LDCC Talking Points - 10/13/10

This is excellent. The strategy on the Big Bang approval is unique and sound.....

Bill

From: Laszlo Bock [mailto:laszlo@google.com]
Sent: Tuesday, October 12, 2010 8:41 PM
To: Eric Schmidt; Campbell, Bill
Cc: Shona Brown; Prasad Setty
Subject: LDCC Talking Points - 10/13/10

Eric and Bill,

The LDCC meeting tomorrow will be denser than even our usual discussion. Below the signature line are the items that would be of most interest to you and/or would be most likely to benefit from your input. The three issues most likely to draw debate are:

- [Redacted]
- Increase in approval authority to [Redacted] without LDCC approval
- [Redacted]

REDACTED - PRIVILEGED

The VP+ Big Bang slides for use in the Executive Session are attached for your reference. I will have them as handouts at the LDCC and the full sessions, though we'll wait with distribution until OC members have left the room. Shona and I plan to remain for the beginning of the Executive Session to present the slides and answer any questions, and then can excuse ourselves so you may discuss privately.

Note that [Redacted] We'll be sure to communicate the details to them in advance.

Thanks to Bill and Shona for the pre-discussion about Big Bang and equity grant changes with Paul and John, which will make tomorrow flow much more smoothly!

Best,
Laszlo

APPROVALS REQUESTED



RECOMMENDATIONS TO FULL BOARD AND REQUESTS FOR INPUT FROM FULL BOARD

1. Recommend compensation for new Board member
2. Request input on Big Bang

AGENDA AND SELECT POINTS FOR YOUR REFERENCE

1. Summary of key guidance from prior meetings & email
 - [REDACTED]
2. Org update
 - We'll provide verbal update on Marissa and Udi's new roles
 - We do *not* plan to raise Omar's current situation as it's still under discussion
3. Startup talent competition
 - [REDACTED]
4. Equity compensation update
 - Expect year-end dilution to be [REDACTED]
 - [REDACTED]
 - [REDACTED]

Redacted


5. Talent and Leadership update
6. Revised compensation proposal timeline [Big Bang]
 - Oct 13: LDCC reviews "Big Bang" proposal then requests Board input. No formal decisions made at either LDCC or Board sessions
 - Oct 22 [date TBC]: LDCC call to formally approve all "Big Bang" compensation changes. Oct 22 approval date means 8-K disclosure of officer compensation changes not required until after Oct 26 announcement
 - Oct 26 AM: Eric's all-hands announcement of compensation changes

- Oct 26 PM: File 8-K disclosing officer compensation changes and provide "Big Bang" background

7. Dodd-Frank update

- On 21-Jul-10, the Dodd-Frank Act was signed into law
- Areas of material impact:
 - Policy to clawback performance-based compensation in cases of financial restatement
 - Whistleblower incentives for reporting securities law violations
 - Disclosing median annual total compensation of all employees (pay disparity ratio disclosure)
- Other impacts limited due Google's dual-class voting structure
- Both the LDCC and Nom/Gov committees will be briefed on this topic at this meeting